

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

BLACKROCK ALLOCATION TARGET  
SHARES: SERIES S PORTFOLIO, *et al.*,

Plaintiffs,

v.

THE BANK OF NEW YORK MELLON,

Defendant.

Case No. 14-cv-9372-GBD

**STIPULATION OF VOLUNTARY DISMISSAL OF  
PLAINTIFF BROOKFIELD'S CLAIMS WITH PREJUDICE**

WHEREAS, Plaintiffs Brookfield Mortgage Opportunity Income Fund Inc., Brookfield Total Return Fund Inc., and Millerton ABS CDO Ltd. (collectively, "Brookfield") assert claims against Defendant The Bank of New York Mellon ("BNYM") (each a "Party" and, collectively, the "Parties") as a current noteholder for seven (7) of the two hundred and fifty three (253) trusts in this action – the CBASS 2004-CB5, CHEC 2004-1, CXHE 2004-B, CXHE 2004-C, FHAMS 2005-FA8, FHAMS 2005-FA9, NSTR 2006-B Trusts (collectively, the "Subject Trusts") – together with other named Plaintiffs;

WHEREAS, Brookfield is no longer a noteholder in the Subject Trusts;

IT IS HEREBY STIPULATED AND AGREED by and among counsel for Brookfield and BNYM that:

1. Subject to the approval of the Court, Brookfield's claims arising out of or connected to the Subject Trusts shall be voluntarily dismissed, with prejudice, with each Party to bear its own respective costs and attorneys' fees;
2. This voluntary dismissal shall apply only to Brookfield's claims pertaining to the Subject Trusts, and shall not impact in any way the claims of the other named Plaintiffs in the

Subject Trusts or any other of the two hundred and fifty three trusts that are at issue in this action.

3. The attached "Exhibit 1" updates Exhibit 1 to the Verified Complaint and lists the trusts and representative plaintiff investors that remain at issue in this action.

4. The fact of this voluntary dismissal with prejudice shall not be introduced into evidence or referenced by either Party in any action or proceeding involving the Parties herein.

Dated: January 17, 2017



---

TIMOTHY A. DeLANGE

Blair A. Nicholas  
Timothy A. DeLange  
Benjamin Galdston  
Lucas E. Gilmore  
BERNSTEIN LITOWITZ BERGER  
& GROSSMANN LLP  
12481 High Bluff Drive, Suite 300  
San Diego, CA 92130  
Tel: (858) 793-0070  
Fax: (858) 793-0323  
Email: blairn@blbglaw.com  
timothyd@blbglaw.com  
beng@blbglaw.com  
lucas.gilmore@blbglaw.com

*Attorneys for Plaintiffs*

---

JENNIFER M. ROSA

Matthew D. Ingber  
Christopher J. Houpt  
Jennifer M. Rosa  
Charles S. Korschun  
Jarman Russell  
Silvia A. Babikian  
MAYER BROWN LLP  
1221 Avenue of the Americas  
New York, NY 10020  
Tel: (212) 506-2500  
Fax: (212) 849-5830  
Email: mingber@mayerbrown.com  
choupt@mayerbrown.com  
jrosa@mayerbrown.com  
ckorschun@mayerbrown.com  
jrussell@mayerbrown.com  
sbabikian@mayerbrown.com

*Attorneys for Defendant*

Subject Trusts or any other of the two hundred and fifty three trusts that are at issue in this action.

3. The attached "Exhibit 1" updates Exhibit 1 to the Verified Complaint and lists the trusts and representative plaintiff investors that remain at issue in this action.

4. The fact of this voluntary dismissal with prejudice shall not be introduced into evidence or referenced by either Party in any action or proceeding involving the Parties herein.

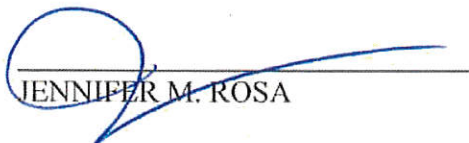
Dated: January 17, 2017

---

TIMOTHY A. DeLANGE

Blair A. Nicholas  
Timothy A. DeLange  
Benjamin Galdston  
Lucas E. Gilmore  
BERNSTEIN LITOWITZ BERGER  
& GROSSMANN LLP  
12481 High Bluff Drive, Suite 300  
San Diego, CA 92130  
Tel: (858) 793-0070  
Fax: (858) 793-0323  
Email: blairn@blbglaw.com  
timothyd@blbglaw.com  
beng@blbglaw.com  
lucas.gilmore@blbglaw.com

*Attorneys for Plaintiffs*



---

JENNIFER M. ROSA

Matthew D. Ingber  
Christopher J. Houpt  
Jennifer M. Rosa  
Charles S. Korschun  
Jarman Russell  
Silvia A. Babikian  
MAYER BROWN LLP  
1221 Avenue of the Americas  
New York, NY 10020  
Tel: (212) 506-2500  
Fax: (212) 849-5830  
Email: mingber@mayerbrown.com  
choupt@mayerbrown.com  
jrosa@mayerbrown.com  
ckorschun@mayerbrown.com  
jrussell@mayerbrown.com  
sbabikian@mayerbrown.com

*Attorneys for Defendant*

SO ORDERED:

---

The Honorable George B. Daniels  
United States District Judge